

0100910006

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December 29, 1995

Louis E. Gitomer
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RECORDATION NO. 7230-I
FILED 1425
DEC 29 1995 - 12 05 PM
INTERSTATE COMMERCE COMMISSION

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Memorandum of Lease, a secondary document, dated December 1, 1994. The primary document to which this document is connected is recorded under Recordation No. 7230. We request that this document be recorded under Recordation No. 7230-I.

The names and addresses of the parties to the Memorandum of Lease are as follows:

Lessor:

GATX Third Aircraft Corporation
Suite 2200
Four Embarcadero Center
San Francisco, CA 94111

Lessee:

Canadian Pacific Limited
Post Office Box 6042
Montreal, PQ H3C 3E4 Canada

A description of the equipment covered by the document consists of 182 66-foot bulkhead flatcars bearing Road Numbers CP317000-317199, inclusive, excluding the following casualties: CP317008, 317011, 317020, 317041, 317058, 317068, 317076, 317088, 317105, 317123, 317125, 317140, 317145, 317164, 317166, 317173, 317175, and 317198.

RECEIVED
OFFICE OF THE
CLERK OF THE
COMMISSION
DEC 29 11 59 AM '95
LICENSING BRANCH

Counterpart - Judith McDonald

Honorable Vernon A. Williams
December 29, 1995
Page 2

A fee of \$21.00 is enclosed. Please return two originals of the document to:

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Avenue, N.W.
Suite 1035
Washington, DC 20004

A short summary of the document to appear in the index follows: a Memorandum of Lease, dated December 1, 1994, by GATX Third Aircraft Corporation ("Owner"), Suite 2200, Four Embarcadero Center, San Francisco, CA 94111, and Canadian Pacific Limited, Post Office Box 6042, Montreal, PQ H3C 3E4 Canada, covering 182 66-foot bulkhead flatcars bearing Road Numbers CP317000-317199, inclusive, excluding the following casualties: CP317008, 317011, 317020, 317041, 317058, 317068, 317076, 317088, 317105, 317123, 317125, 317140, 317145, 317164, 317166, 317173, 317175, and 317198.

Very Truly Yours,

Louis E. Gitomer
Louis E. Gitomer *by jh*



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/29/95

Office Of The Secretary

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Ave., NW., Ste. 1035
Washington, DC., 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/29/95 at 12:05PM, and assigned recordation number(s). 7230-I.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100910006)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

7230-Z

DEC 21 1995 12 05 PM

MEMORANDUM OF LEASE

This MEMORANDUM OF LEASE is executed to be effective as of December 1, 1994 between GATX THIRD AIRCRAFT CORPORATION ("OWNER") and CANADIAN PACIFIC LIMITED ("LESSEE").

WITNESSETH

Lessee and Owner have entered into a certain Equipment Lease Agreement No. 2 dated as of December 1, 1994, (the "Lease"), whereunder Lessee has leased from Owner and Owner has leased to Lessee 182 66 foot Bulkhead Flatcars bearing Road Numbers CP317000-317199, excluding numbers 317008, 317011, 317020, 317041, 317058, 317068, 317076, 317088, 317105, 317123, 317125, 317140, 317145, 317164, 317166, 317173, 317175 and 317198 , for a ten year term beginning December 1, 1994 and expiring November 30, 2004.

This Memorandum of Lease has been executed and delivered by Lessee and Owner for the purpose of recording and giving notice of the Lease.


IN WITNESS WHEREOF, the parties have executed this instrument as of the date first above written.

LESSEE: CANADIAN PACIFIC LIMITED

OWNER: GATX THIRD AIRCRAFT CORPORATION

By: 

Title: 


ASSISTANT SECRETARY

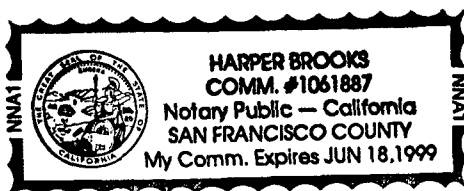
By: 

Title: 

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On December 27, 1995, before me HARPER BROOKS, the undersigned Notary Public, personally appeared John West, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Vice President of GATX Third Aircraft Corporation and acknowledged that he executed it.

Witness my hand and official seal.



Harper Brooks
Notary Public

~~PROVINCE OF~~
~~STATE OF~~ QUEBEC)
CITY OF MONTREAL) ss.
~~COUNTY OF~~)

On DECEMBER 20, 1995, before me ANDRÉ GIBOUX, the undersigned Notary Public, personally appeared G. A. FEREL, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as AN ASSISTANT SECRETARY of Canadian Pacific Limited and acknowledged that HE executed it.

Witness my hand and official seal.



André Giboux
Notary Public